

WELL PACK PAPERS AND CONTAINERS LIMITED

CIN: L17119GJ1994PLC023307

REGISTERED OFFICE: Private Bungalow, Opp. Motinagar Society, Kalol- 382721.
ADMINISTRATIVE OFFICE: 1st Floor Deshna Chamber B/h Kadwapattidar Wadi, Ashram Road,
Ahmedabad- 380001.

Email ID: wppcl94@gmail.com

Abstract from minutes of the Meeting of the Board of Directors of Well Pack Papers and Containers Limited held on Saturday, 21st November, 2015 at 5.00 p.m. at 5, 1st Floor, Deshna Chamber, B/h. Kadwapattidar Wadi, Ashram Road, Ahmedabad.

Item:2

Sale of 22237 Square Meter Factory Building located at Vamaj, Ta: Kadi, Dist: Mehsana

It was discussed that the Ministry of Corporate Affairs (MCA), Government of India by way of General Circular No. 32/2014 has directed that resolutions approved or passed by companies under relevant applicable provisions of the Companies Act, 1956 (old Act) during the period from 1st September, 2013 to 31st March, 2014, can be implemented, in accordance with provisions of the old Act, notwithstanding the repeal of the relevant provision subject to the conditions (a) that the implementation of the resolution actually commenced before 1st April, 2014 and (b) that this Transitional arrangement will be available up to expiry of one year from the passing of the resolution or six months from the commencement of the corresponding provision in the Companies Act, 2013 (New Act) whichever is later. The resolution on disposal of factory land and building could not be implemented as certain creditors filed a winding up petition before the Hon'ble Gujarat High Court and provisional liquidator was appointed. But on the basis of certain undertakings as placed before the Board, the Hon'ble Gujarat High Court has passed an Order against the winding up petition. It was also discussed that it was in the interest of the Company to dispose off Factory Building (immovable property) situated at: Vamaj, Ta: Kadi, Dist: Mehsana for generating cash to meet immediate working capital requirements including repayment of certain unsecured loans. Certain party has shown interest to purchase property at Rs 225.00 Lacs. The Board was informed that offer price was at par with market price and discussed that the said sale would be subject to approval of members as required under section 180 (1) (a) of the Companies Act, 2013. Thereafter following resolution was passed unanimously.



RESOLVED THAT pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any and subject to the approval of shareholders in general meeting, consent of the Board be and is hereby accorded to sell and dispose off the whole of the undertaking of the Company i. e. its immovable properties situated at Vamaj, Ta: Kadi, Dist: Mehsana on such terms and conditions at such time(s) and in such form and manner, as the Board in its absolute discretion thinks fit to any body(ies) corporate or person(s), for amount not less than Rupees 225.00 Lacs.

RESOLVED FURTHER THAT the Board do hereby nominate, constitute and appoint Sanjaykumar Brahmbhatt (DIN: 06997941), Director of the Company, as its true and lawful authorized person, to sell and transfer above stated assets with rights and interest therein, in the Company's name and on behalf of the Company, at a price not lower than Rs 225 lacs.

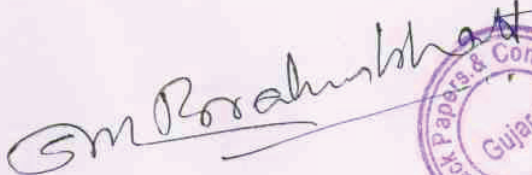

RESOLVED FURTHER THAT Sanjaykumar Brahmbhatt (DIN: 06997941), Director of the Company be and is here by authorised to do all or any of the following acts, deeds and things, in regard to the said Property

- 1) to enter into agreement/s for sale of the said Property and execute Deed of Sale in favour of purchaser/s;
- 2) to do everything necessary for completing the conveyance and registration of such Sale Deeds;
- 3) to sign all Forms, Affidavits, applications in that behalf;
- 4) to receive the sale consideration, advances, earnest money deposits, part payments and balance payments in regard to the sale of the said Property and issue receipts and acknowledgements there for
- 5) to apply for and obtain necessary clearances, permissions and consents required in connection with sale of the said Property;
- 6) to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the
- 7) sale of the said Property and to implement this resolution.



RESOLVED FURTHER THAT pursuant to section 77, 85 & 117 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 24 of the Companies (Management and Administration) Rules 2014, Mr. Sanjaykumar Brahmbhatt , director of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution and to authenticate it and file form no MGT-14 with the Registrar of Companies within the prescribed time and fees and to do relevant entries in the Register of Charges.

For, WELL PACK PAPERS AND CONTAINERS LIMITED

Sanjaykumar Brahmbhatt

Director

DIN: 06997941

CALENDAR OF EVENTS FOR CONDUCTING POSTAL BALLOT FOR SEEKING THE MEMBER'S APPROVAL UNDER SECTION 180 (A) OF THE COMPANIES ACT, 2013.

S. No.	Item	Date
1	Date of Board resolution authorizing the process of postal ballot	21/11/2015 Saturday
2	Date of Board resolution authorizing Managing Director and/or the Company Secretary to be responsible for the entire poll process and appointing the Scrutinizer, draft resolution(s) and Postal Ballot notice to be sent to the Members/ Beneficial Owners	21/11/2015 Saturday
3	Date of appointment of Scrutinizer	21/11/2015 Saturday
4	Date on which consent is given by the Scrutinizer to act as Scrutinizer for Postal Ballot	21/11/2015 Saturday
5	Date of completion of dispatch of Notice of Postal Ballot along with Postal Ballot Form and Postage pre-paid self-addressed envelope.	10/12/2015 Thursday
6	Release an advertisement in Newspapers giving the date of completion of dispatch and last date of receipt of Postal Ballots forms the shareholders	11/12/2015 Friday
7	Last date for receiving Postal Ballot papers by Scrutinizer	09/01/2016 Saturday
8	Last date for submission of the Report to the Chairman by the Scrutinizer	11/01/2016 Monday
9	Date of declaration of the Result by Director Shri Sanjaykumar Brahmhatt	11/01/2016 Monday
10	Result to be displayed on Notice Board/ release to the press/ Stock Exchanges	11/01/2016 Monday
11	Last date for filing of the Resolution with the Registrar of Companies	09/02/2016 Tuesday
12	Date of signing of the minutes book in which the results of the ballot is recorded.	12/01/2016 Tuesday
13	Date of returning the Ballot papers, register required to be maintained by the Scrutinizer and other related papers to the Managing Director and/ or Executive Directors by the Scrutinizer.	After the signing of Minutes by the Chairman as per SI. No.12

